

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/18/1998
981323524 - 2934751

CERTIFICATE OF FORMATION

OF

DEWEY AND ALMY, LLC

The undersigned, an authorized person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Title 6, Chapter 18 of the Delaware Code and the acts amendatory thereof and supplemental thereto, referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is Dewey and Almy, LLC.

SECOND: The address of the registered office of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Prentice-Hall Corporation System, Inc., 1013 Centre Road, Wilmington, Delaware 19805, County of New Castle. The name of the registered agent of the limited liability company at such address is The Prentice-Hall Corporation System, Inc.

Executed on August 17, 1998

W. R. Grace & Co.-Conn.,
Authorized Person

By W. Brian McGowan
W. Brian McGowan,
Senior Vice President of
W. R. Grace & Co.-Conn.

**RESTATED ARTICLES OF INCORPORATION
OF
MONOLITH ENTERPRISES, INCORPORATED**

TO: DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION

WE, the undersigned natural persons of the age of eighteen years or more, authorized to act on behalf of the corporation described below, present the following restated articles of incorporation duly proposed and adopted in accordance with all applicable provisions of Title 29, Chapter 1 of the D.C. Code as amended.

FIRST: The name of the corporation (the "Corporation") is Monolith Enterprises, Incorporated.

The original corporate name of the Corporation was Monolith Enterprises, Inc., and the date that the articles of incorporation were filed originally was December 2, 1970.

SECOND: The period of the corporation's duration is perpetual.

THIRD: The Corporation and certain of the Corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Restated Articles of Incorporation. The Board of Directors of the Corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Articles of Incorporation.

FOURTH: The aggregate number of shares which the corporation is authorized to issue is 5,000,000 shares of common stock with a par value of one cent (\$.01) per share.

Notwithstanding anything to the contrary in these Restated Articles of Incorporation, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in these Restated Articles of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This paragraph may be amended or eliminated in accordance with applicable law from time to time in effect.

FIFTH: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are none.

SIXTH: The shareholders of the corporation shall have no preemptive rights to acquire additional shares of the corporation's capital stock or any options, warrants or rights with respect thereto.

SEVENTH: There are no provisions for the regulation of the internal affairs of the corporation.

Dated: _____

CORPORATE SEAL

Signature of President or Vice President

Signature of Secretary or Asst. Secretary

The Commonwealth of Massachusetts**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Restated Articles of Organization

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)(1) Exact name of corporation: Five Alewife Boston Ltd.(2) Registered office address: 62 Whittemore Avenue, Cambridge, MA 02140
(number, street, city or town, state, zip code)(3) Date adopted: _____
(month, day, year)

(4) Approved by:

(check appropriate box)

☒ the directors without shareholder approval and shareholder approval was not required;

OR

☐ the board of directors and the shareholders in the manner required by G.L. Chapter 156D and the corporation's articles of organization.

(5) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02 except that the supplemental information provided for in Article VIII is not required:*

ARTICLE I

The exact name of the corporation is:

Five Alewife Boston Ltd.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:**

* Changes to Article VIII must be made by filing a statement of change of supplemental information form.

** Professional corporations governed by G.L. Chapter 156A and must specify the professional activities of the corporation.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	1,000	\$1.00

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

Notwithstanding anything to the contrary in these Amended and Restated Articles of Organization, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This Article IV may be amended or eliminated in accordance with applicable law from time to time in effect.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

See attached text of Article VI

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

Article VI

The corporation and certain of the corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Amended and Restated Articles of Organization.

The Board of Directors of the corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Articles of Organization in their entirety.

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

Meetings of stockholders of the corporation may be held anywhere in the United States. The by-laws may provide that the directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization, or the by-laws requires action by the stockholders.

The corporation shall have the power to be a partner pursuant to Ch. 156B, Sec. 9A.

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

Specify the number(s) of the article(s) being amended: VI

Signed by: _____,
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this _____ day of _____, _____.

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Restated Articles of Organization
(General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)

I hereby certify that upon examination of these restated articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.

time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Name approval

C

M

Filing fee: Minimum filing fee \$200, plus \$100 per article amended, stock increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

TO BE FILLED IN BY CORPORATION
Contact Information:

Telephone: _____

Email: _____

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

ARTICLES OF RESTATEMENT
OF
SOUTHERN OIL, RESIN & FIBERGLASS, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (“FBCA”), the corporation hereinafter named (the “Corporation”) does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the corporation is Southern Oil, Resin & Fiberglass, Inc.
2. The text of the Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. (a) The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation ordinarily requiring shareholder approval.
- (b) However, the corporation and certain of the corporation’s affiliates filed a joint plan of reorganization (the “Plan”) which, pursuant to chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the “Order”), and such order provides for the making and filing of the Restated Articles of Incorporation.
- (c) The Board of Directors of the corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Articles of Incorporation.
2. Of the Articles of the Articles of Incorporation of the Corporation: Articles SECOND, THIRD, FOURTH, SEVENTH, EIGHTH, TENTH, AND TWELFTH are hereby deleted; and the other Articles are hereby renumbered and/or otherwise amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.

3. The date of adoption of the aforesaid amendments was
_____.

Executed on _____

SOUTHERN OIL, RESIN & FIBERGLASS, INC.

By: _____

Name of Officer:

Title of Officer:

RESTATED ARTICLES OF INCORPORATION
OF
SOUTHERN OIL, RESIN & FIBERGLASS, INC.

FIRST: The name of the corporation is

SOUTHERN OIL, RESIN & FIBERGLASS, INC.

SECOND: (a) The amount of capital authorized by these Articles of Incorporation, being the maximum number of shares of stock which this corporation is authorized to issue and to have outstanding at any time, shall be 50 shares no par.

(b) *Notwithstanding anything to the contrary in these Restated Articles of Incorporation, the Corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in these Restated Articles of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This paragraph (b) may be amended or eliminated in accordance with applicable law from time to time in effect.*

THIRD: (a) The Post Office address of the principal office of the corporation is 5400 Broken Sound Boulevard, NW Suite 300. Boca Raton, Florida 33487-3508.

(b) The street address of the corporation's registered office is 1202 Hays Street, Tallahassee, Florida 32301-2607, and the name of its registered agent at that office is Corporation Service Company.

FOURTH: The existence of the corporation shall be perpetual.

FIFTH: The names and post office addresses of the incorporators of the corporation are:

Ely R. Katz	1701 Meridian Ave. Miami Beach, Florida
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M. B. Simonson	1512 Washington Ave. Miami Beach, Florida
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Alan R. Lorber	1701 Meridian Ave. Miami Beach, Florida
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SIXTH: The directors of the corporation are given the power, by the affirmative vote of a majority of the number of directors then constituting the Board, to adopt by-laws for the government of the corporation. Nothing herein contained shall be construed

as being inconsistent with the inclusion in the by-laws of any legal provision relating to the manner and method by which the by-laws once adopted by the directors, may thenceforth be amended.

ARTICLES OF RESTATEMENT
OF
GRACE OFFSHORE COMPANY

To the Secretary of State
State of Louisiana

Pursuant to the provisions of the Business Corporation Law of the State of Louisiana, the corporation herein named submits the following articles of restatement:

FIRST: The name of the corporation (hereinafter called the "Corporation") is GRACE OFFSHORE COMPANY.

SECOND: The amendments adopted amend Articles 1 and 2, amend and renumber Articles 5, 6 and 15, delete Articles 3, 4, 7, 8, 9, 10, 11, 12, 13, 14, and 16_____, and add new Article 6 of the Articles of Incorporation of the Corporation, so that said Articles and said Articles of Incorporation in their entirety shall henceforth read as set forth in the attachment hereto.

THIRD: Each of the amendments has been effected in conformity with law.

"

FOURTH: The Corporation and certain of the Corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Articles of Restatement. The Board of Directors of the Corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Articles of Incorporation in its entirety to read as set forth in the attachment hereto.

IN TESTIMONY WHEREOF, these Articles of Restatement are executed in the name of the Corporation by the undersigned officers of the Corporation on _____.

GRACE OFFSHORE COMPANY

By: _____
[Vice] President

[Assistant] Secretary

STATE OF)
) SS.:
COUNTY OF)

On this day of , , before me, the subscriber, a Notary Public duly appointed to take proof and acknowledgment of deeds and other instruments, came , [Vice] President of , to me personally known to be the individual described in and who executed the preceding Articles of Restatement and who duly acknowledged to me that he executed the same, and being by me duly sworn depose and saith that he executed said Articles of Amendment as [Vice] President of the aforesaid Corporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at , , on the day and year first above written.

Notary Public

[Seal]

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRACE OFFSHORE COMPANY

1.

The name of this corporation is GRACE OFFSHORE COMPANY (the "Corporation").

2.

The purpose of the Corporation is to engage in any lawful activity for which corporations may be formed under the Business Corporations Law of the State of Louisiana.

3.

The following is the name and post office address of the Corporation's registered agent:
The Prentice-Hall Corporation System, Inc., 320 Somerulos Street, Baton Rouge, Louisiana
70130-6129.

4.

A. The total authorized number of shares are as follows: Ten Thousand (10,000) shares of common stock of a par value of Ten Dollars (\$10.00) per share.

B. Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, the Corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This Article 4(B) may be amended or eliminated in accordance with applicable law from time to time in effect.

5.

The names and post office address of the incorporators as set forth in the original Articles of Incorporation are as follows:

Harry Hamilton Booker, Jr.	2833 General Pershing Street New Orleans, Louisiana
Margaret D. Booker	2833 General Pershing Street New Orleans, Louisiana
Roy Mortimer Booker	4426 Lasalle Street New Orleans, Louisiana

6.

The taxpayer identification number of the Corporation is 72-0502652.

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
GRACE CULINARY SYSTEMS, INC.

To the State Department
of Assessments and Taxation
State of Maryland

Pursuant to the provisions of Sections 2-608 and 2-609 of the Maryland General Corporation Law, Grace Culinary Systems, Inc. (the "Corporation"), a Maryland corporation having its principal office in Howard County, hereby certifies that:

FIRST: The Corporation desires to amend and restate its charter as currently in effect.

SECOND: The provisions hereinafter set forth in the Articles of Amendment and Restatement are all the provisions of the charter of the Corporation as currently in effect and all the amendments to said charter.

THIRD: (a) The Corporation and certain of the Corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Amended and Restated Articles of Incorporation.

(b) The Board of Directors of the Corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Certificate of Incorporation.

FOURTH: The current address of the principal office of the Corporation in the State of Maryland is 7500 Grace Drive, Columbia, Maryland 21044.

FIFTH: The name and the address of the current resident agent of the Corporation in the State of Maryland are Corporation Service Company, 11 East Chase Street, Baltimore, Maryland 21202.

SIXTH: The number of directors of the Corporation is three (3), and the names of the directors of the corporation currently in office are _____.

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
GRACE CULINARY SYSTEMS, INC.

FIRST: The name of the corporation (the "Corporation") is GRACE CULINARY SYSTEMS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The Corporation may engage in any lawful business or other activity.

FOURTH: The address of the principal office of the Corporation is 7500 Grace Drive, Columbia, Maryland 21044.

FIFTH: The name and the address of the resident agent of the Corporation are Corporation Service Company, 11 East Chase Street, Baltimore, Maryland 21202.

SIXTH: A. The total number of shares which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, all of one class, each share with a par value of One Cent (\$.01), and the aggregate par value of such shares is One Hundred Dollars (\$100).

B. Notwithstanding anything to the contrary in these Articles of Amendment and Restatement, the Corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in these Articles of Amendment and Restatement in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This Section B. may be amended or eliminated in accordance with applicable law from time to time in effect.

SEVENTH: The number of directors of the Corporation is three (3), and the names of the directors of the Corporation who will serve as directors until their successors are elected and qualify are _____.

ARTICLES OF RESTATEMENT
OF
KOOTENAI DEVELOPMENT COMPANY

To the Secretary of State
State of Montana

Pursuant to the provisions of 35-1-231 of the Montana Code Annotated, Kootenai Development Company (the "Corporation"), a Montana corporation, hereby certifies that:

FIRST: The name of the Corporation is KOOTENAI DEVELOPMENT COMPANY.

SECOND: The Corporation wishes to amend and restate its Articles of Incorporation as currently in effect.

THIRD: Attached hereto is the text of the Restated Articles of Incorporation.

FOURTH: (a) The Corporation and certain of the Corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Amended and Restated Articles of Incorporation.

(b) On _____, the Board of Directors of the Corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has executed these Articles of Restatement on _____.

KOOTENAI DEVELOPMENT COMPANY

By: _____
Name:
Title:

Attachment to Kootenai Development Company
Articles of Restatement

RESTATED ARTICLES OF INCORPORATION
OF
KOOTENAI DEVELOPMENT COMPANY

FIRST: The name of the Corporation is KOOTENAI DEVELOPMENT COMPANY.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be incorporated under the Montana Business Corporation Act.

FOURTH: A. The aggregate number of shares which the Corporation shall have authority to issue is 500 common shares of no par value per share.

B. Notwithstanding anything to the contrary in these Restated Articles of Incorporation, the Corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in these Restated Articles of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This section B. may be amended or eliminated in accordance with applicable law from time to time in effect.

FIFTH: The street address of the registered office of the Corporation is 26 West Sixth Street, P.O. Box 1691, Helena, Montana 59624-1691. The registered agent at such address is Corporation Service Company. The mailing address of the Corporation shall be 7500 Grace Drive, Columbia, Maryland 21044.

SIXTH: The name and address of the incorporator as set forth in the original Articles of Incorporation is:

Mark G. Owens
1673 Highway 37
P. O. Box 1055
Libby, Montana 59923

SEVENTH: No contract or other transaction between the Corporation and any other

corporation shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is, or are, interested in, or is a director or officer, or are directors or officers, of such other corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liabilities that might otherwise exist from contracting with the Corporation for the benefit of any corporation in which he may be in any way interested.

Restated Certificate of Incorporation

of

W. R. GRACE CAPITAL CORPORATION

Under Section 807 of the Business Corporation Law

FIRST: The name of the corporation is W. R. GRACE CAPITAL CORPORATION.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on June 10, 1976.

THIRD: The certificate of incorporation, as heretofore amended, is hereby further amended or changed to effect the following amendments or changes authorized by the Business Corporation Law:

1. To enlarge the purposes of the corporation;
2. To change the location of the office of the corporation within the State of New York from the County of New York to the County of Albany;
3. To change the name and post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him;
4. To add provisions respecting indemnification and liability of directors;
5. To eliminate the provision specifying the corporation's tax year;
6. To add a provision prohibiting the issuance of nonvoting equity securities;

and the text of the certificate of incorporation is thereby restated as amended or changed to read as set forth in full as attached hereto.

FOURTH: The restatement of the certificate of incorporation of the corporation herein provided for was authorized as follows:

The corporation and certain of the corporation's affiliates filed a joint plan of reorganization (the "Plan") in *In re W. R. Grace & Co. et al.*, in the United States Bankruptcy Court for the District of Delaware (the "Court"), Case No. 01-01139 (JKF), which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the Court, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of this amendment and restatement of the certificate of incorporation.

The Board of Directors of the corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the certificate of incorporation of the corporation.

IN WITNESS WHEREOF, we have made and signed this certificate this ____ day of _____, _____, and we affirm the statements contained therein as true under penalties of perjury.

Name:

Title:

Attachment to Restated Certificate of Incorporation
of W. R. Grace Capital Corporation

Restated Certificate of Incorporation

of

W. R. GRACE CAPITAL CORPORATION

Under Section 807 of the Business Corporation Law

FIRST: The name of the corporation is W. R. GRACE CAPITAL CORPORATION.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law; provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The county within the State of New York in which the office of the corporation is to be located is Albany County.

FOURTH: A. The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) of the par value of twenty dollars (\$20.00) each.

B. Notwithstanding anything to the contrary in this mended and restated certificate of incorporation, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this amended and restated certificate of incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This section B. may be amended or eliminated in accordance with applicable law from time to time in effect.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o Corporation Service Company, 80 State Street, Albany, New York 12207.

SIXTH: The name and the address within the State of New York of the registered agent of the corporation are as follows: Corporation Service Company, 80 State Street, Albany, New York 12207. Said registered agent is to be the agent of the corporation upon whom or upon which process against the corporation may be served.

SEVENTH: The corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law, as the same may be amended and supplemented, indemnify any and

all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the corporation.

EIGHTH: The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the Business Corporation Law, as the same may be amended and supplemented.

Restated Certificate of Incorporation

of

W. R. GRACE LAND CORPORATION

Under Section 807 of the Business Corporation Law

FIRST: The name of the corporation is W. R. GRACE LAND CORPORATION. The name under which the corporation was formed is W. R. GRACE PROPERTIES CORPORATION.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on September 5, 1969.

THIRD: The certificate of incorporation, as heretofore amended, is hereby further amended or changed to effect the following amendments or changes authorized by the Business Corporation Law:

1. To enlarge the purposes of the corporation;
2. To change the location of the office of the corporation within the State of New York from the County of New York to the County of Albany;
3. To change the name and post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him;
4. To add provisions respecting indemnification and liability of directors;
5. To add a provision prohibiting the issuance of nonvoting equity securities;

and the text of the certificate of incorporation is thereby restated as amended or changed to read as set forth in full as attached hereto.

FOURTH: The restatement of the certificate of incorporation of the corporation herein provided for was authorized as follows:

The corporation and certain of the corporation's affiliates filed a joint plan of reorganization (the "Plan") in *In re W. R. Grace & Co. et al.*, in the United States Bankruptcy Court for the District of Delaware (the "Court"), Case No. 01-01139 (JKF), which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the Court, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of this amendment and restatement of the certificate of incorporation.

The Board of Directors of the corporation, duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the certificate of incorporation of the corporation.

IN WITNESS WHEREOF, we have made and signed this certificate this ____ day of _____, _____, and we affirm the statements contained therein as true under penalties of perjury.

Name:

Title:

Attachment to Restated Certificate of Incorporation
of W. R. Grace Land Corporation

Restated Certificate of Incorporation

of

W. R. GRACE LAND CORPORATION

Under Section 807 of the Business Corporation Law

FIRST: The name of the corporation is W. R. GRACE LAND CORPORATION.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law; provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The county within the State of New York in which the office of the corporation is to be located is Albany County.

FOURTH: A. The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) shares without par value.

B. Notwithstanding anything to the contrary in this mended and restated certificate of incorporation, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this amended and restated certificate of incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This section B. may be amended or eliminated in accordance with applicable law from time to time in effect.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o Corporation Service Company, 80 State Street, Albany, New York 12207.

SIXTH: The name and the address within the State of New York of the registered agent of the corporation are as follows: Corporation Service Company, 80 State Street, Albany, New York 12207. Said registered agent is to be the agent of the corporation upon whom or upon which process against the corporation may be served.

SEVENTH: The corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law, as the same may be amended and supplemented, indemnify any and

all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the corporation.

EIGHTH: The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the Business Corporation Law, as the same may be amended and supplemented.

C-100A Rev. 3/96

New Jersey Division of Revenue
Restated Certificate of Incorporation
of
 ECARG, INC.

To: Treasurer, State of New Jersey

Pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby executes the following Restated Certificate of Incorporation:

1. Name of Corporation: ECARG, INC.
2. The purpose(s) for which the corporation is organized is (are):
to engage in any activities within the purposes for which corporations may be organized under the New Jersey Business Corporation Act, as amended.

(Use the following if the shares are to consist of one class only.)

3. The aggregate number of shares which the corporation shall have authority to issue is 2,500.

(Use the following if the shares are divided into classes, or into classes and series.)

4. The aggregate number of shares which the corporation shall have authority to issue is _____ itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Class	Series (if any)	Number Shares	Par value per share or statement that shares are without par value
-------	--------------------	------------------	---

The relative rights, preferences and limitations of the shares of each class and series (if any), are as follows:

(If, the shares are, or are to be divided into classes, or into classes and series, insert a statement of any authority vested in the board of directors to divide the shares into classes or series, or both, and to determine or change for any class or series its designation, number or shares, relative rights, preferences and limitations.)

5. The address of the corporation's current registered office is: (Include zip code) 830 Bear Tavern Road, West Trenton, New Jersey 08628
and the name of its current registered agent at such address is: The Prentice-Hall Corporation Service, Inc.
6. The number of directors constituting the current board of directors is:
The names and addresses of the directors are as follows:

Names	Address (including zip code)
Alfred E. Festa	7500 Grace Drive, Columbia, Maryland 21044
Hudson La Force III	7500 Grace Drive, Columbia, Maryland 21044
W. Brian McGowan	7500 Grace Drive, Columbia, Maryland 21044

7. The duration of the corporation, if other than perpetual, is:

8. Other Provisions:

Signature:

Name: W. Brian McGowan

Date:

Title: President

(Must be Chair. of Board, Pres., or Vice Pres.)

C-100A Rev. 3/96 -- con't
Part 2

Certificate Required to be filed with the
RESTATED CERTIFICATE of INCORPORATION
(For Use by Domestic Corporations)

Pursuant to N.J.S.A.14A:9-5 (5), the undersigned corporation hereby executes the following certificate:

1. Name of Corporation: ECARG, INC.
2. Restated Certificate of Incorporation was adopted on the day of May , 2009 .

(Use the following clause if the Restated Certificate was adopted by the shareholders.)

3. At the time of the adoption of the Restated Certificate of Incorporation, the number of shares outstanding was:
The total of such shares entitled to vote thereon, and the vote of such shares was:

Total Number of Shares
Entitled to Vote

Number of Shares Voted
For Against

At the time of adoption of the Restated Certificate of Incorporation, the number of outstanding shares or each class or series entitled to vote thereon as a class and the vote of such shares, was: (if inapplicable, insert none".)

Class or
Series

Total Number of Shares
Entitled to Vote

Number of Shares Voted
For Against

(Use the following if the Restated Certificate does not amend the Certificate of Incorporation.)

4. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

(Use the following if the Restated Certificate further amends the Certificate of Incorporation.)

5. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by: (insert amendment or amendments adopted. If such amendment is intended to provide for an exchange, reclassification or cancellation of issued shares, insert a statement of the manner in which the same shall be affected.)
incorporating the provisions provided in the attached Exhibit A

6. Other Provisions:

Signature:

Name: W. Brian McGowan

Date:

Title: President

(Must be Chair. of Board, Pres., or Vice Pres.)

Exhibit A

- A. The corporation and certain of the corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Amended and Restated Articles of Organization.

The Board of Directors of the corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Certificate of Incorporation in its entirety.

- B. Notwithstanding anything to the contrary in this Amended and Restated Certificate of Incorporation, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This paragraph may be amended or eliminated in accordance with applicable law from time to time in effect.

Rev 2/15/06

Instructions for Form C-100A
RESTATED CERTIFICATE - PROFIT CORPORATIONS
(Title14A)

These forms may be used as templates when restating the Articles of the Certificate of Incorporation. Both the Restated Certificate of Incorporation **AND** the Certificate Required to be filed with the Restated Certificate of Incorporation must be submitted.

STATUTORY FEE: **\$75**

The MANDATORY fields are:

Heading

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the old name.

Field #1 -- Business Name

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the new name.

Field # 2 -- Purpose

List the purpose of the corporation (brief descriptive statement regarding the type of business that the corporation is conducting).

Field # 3 & 4 -- Shares

List the number of shares the corporation is either authorized to issue (single class, par or no par), OR that are outstanding by class/series (par or no par), with a description the rights privileges and limitations of each class/series.

Field # 5 -- Registered Agent And Office

Enter the current agent -- the agent may be an individual or corporation duly registered and in good standing with the Treasurer. Provide a New Jersey **street address**. A PO box may be used only if the street address is listed as well.

Field #6 -- Management

List the total number of directors (minimum of 1) **and** the name and street address of each.

Field #7 --Duration

Enter the period of time that the corporation is to exist. The words "Perpetual," "Unlimited," or "Forever" are acceptable.

Field # 8 -- Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date.

EXECUTION (Signature/Date)

Have the chairman, president or vice-president sign. Also, list the date of execution (signature).

Inst. Form C-100A

Page 2

ATTACHMENT - (REQUIRED)

Attach a fully executed Certificate Required to be filed with the Restated Certificate of Incorporation that includes:

Field # 1 -- Business Name

List the name as it appears on the records of the Treasurer.

Field # 2 -- Date of Adoption

List the date the restated certificate was adopted. If changing the corporation name, indicate the new name.

Field # 3 -- Voting

Indicate the number of shares outstanding and the number of shares entitled to vote on the merger or consolidation. List any class or series of shares entitled to vote (designation and number, and votes for/against).

Field # 4 & 5 -- Intent

Note whether the corporation's intent is to **restate/integrate only** or to **restate, integrate and amend**. If the latter applies, specify the amendment. If the amendment involves a name change, then name availability provisions apply.

******The name must be distinguishable from other names on the State Treasurer's database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability, reservation/registration services and fees, visit the Division's WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m. - 4:30 p.m. When calling, Select Option 2 for Other Services, Option 3 for Service Representative, then Option 9 for General Assistance.

Field #6 -- Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date.

EXECUTION (Signature/Date)

Have the chairman, president or vice-president of sign. Also, list the date of execution (signature).

* * * * *

These documents should be filed in duplicate. Non-profits should file in triplicate.

Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08646

FAX File: 609.984.6851 (Fax Filing is an optional expedited service subject to processing fees that are in addition to those stated above. For FAX Filing information, visit <http://www.state.nj.us/treasury/revenue/dcr/programs/ffs.html>.)

C-100A Rev. 3/96

New Jersey Division of Revenue
Restated Certificate of Incorporation
of

GLOUCESTER NEW COMMUNITIES COMPANY, INC.

To: Treasurer, State of New Jersey

Pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby executes the following Restated Certificate of Incorporation:

1. Name of Corporation: GLOUCESTER NEW COMMUNITIES COMPANY, INC.
2. The purpose(s) for which the corporation is organized is (are):
to engage in any activities within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

(Use the following if the shares are to consist of one class only.)

3. The aggregate number of shares which the corporation shall have authority to issue is 2,500.

(Use the following if the shares are divided into classes, or into classes and series.)

4. The aggregate number of shares which the corporation shall have authority to issue is _____ itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Class	Series (if any)	Number Shares	Par value per share or statement that shares are without par value
-------	--------------------	------------------	---

The relative rights, preferences and limitations of the shares of each class and series (if any), are as follows:

(If, the shares are, or are to be divided into classes, or into classes and series, insert a statement of any authority vested in the board of directors to divide the shares into classes or series, or both, and to determine or change for any class or series its designation, number or shares, relative rights, preferences and limitations.)

5. The address of the corporation's current registered office is: (Include zip code) 830 Bear Tavern Road, West Trenton, New Jersey 08628
and the name of its current registered agent at such address is: The Prentice-Hall Corporation Service, Inc.
6. The number of directors constituting the current board of directors is:
The names and addresses of the directors are as follows:

Names	Address (including zip code)
Alfred E. Festa	7500 Grace Drive, Columbia, Maryland 21044
Hudson La Force III	7500 Grace Drive, Columbia, Maryland 21044
W. Brian McGowan	7500 Grace Drive, Columbia, Maryland 21044

7. The duration of the corporation, if other than perpetual, is:

8. Other Provisions:

Signature:

Name: W. Brian McGowan

Date:

Title: President

(Must be Chair. of Board, Pres., or Vice Pres.)

C-100A Rev. 3/96 -- con't
Part 2

Certificate Required to be filed with the
RESTATED CERTIFICATE of INCORPORATION
(For Use by Domestic Corporations)

Pursuant to N.J.S.A.14A:9-5 (5), the undersigned corporation hereby executes the following certificate:

1. Name of Corporation: GLOUCESTER NEW COMMUNITIES COMPANY, INC.
2. Restated Certificate of Incorporation was adopted on the _____ day of _____, 20_____.

(Use the following clause if the Restated Certificate was adopted by the shareholders.)

3. At the time of the adoption of the Restated Certificate of Incorporation, the number of shares outstanding was:
The total of such shares entitled to vote thereon, and the vote of such shares was:

Total Number of Shares
Entitled to Vote

Number of Shares Voted
For Against

At the time of adoption of the Restated Certificate of Incorporation, the number of outstanding shares or each class or series entitled to vote thereon as a class and the vote of such shares, was: (if inapplicable, insert none".)

Class or
Series

Total Number of Shares
Entitled to Vote

Number of Shares Voted
For Against

(Use the following if the Restated Certificate does not amend the Certificate of Incorporation.)

4. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

(Use the following if the Restated Certificate further amends the Certificate of Incorporation.)

5. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by: (insert amendment or amendments adopted. If such amendment is intended to provide for an exchange, reclassification or cancellation of issued shares, insert a statement of the manner in which the same shall be affected.)
incorporating the provisions provided in the attached Exhibit A

6. Other Provisions:

Signature:

Name: W. Brian McGowan

Date:

Title: President

(Must be Chair. of Board, Pres., or Vice Pres.)

Exhibit A

- A. The corporation and certain of the corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Amended and Restated Articles of Organization.

The Board of Directors of the corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Certificate of Incorporation in its entirety.

- B. Notwithstanding anything to the contrary in this Amended and Restated Certificate of Incorporation, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This paragraph may be amended or eliminated in accordance with applicable law from time to time in effect.

Rev 2/15/06

Instructions for Form C-100A
RESTATED CERTIFICATE - PROFIT CORPORATIONS
(Title14A)

These forms may be used as templates when restating the Articles of the Certificate of Incorporation. Both the Restated Certificate of Incorporation **AND** the Certificate Required to be filed with the Restated Certificate of Incorporation must be submitted.

STATUTORY FEE: \$75

The MANDATORY fields are:

Heading

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the old name.

Field #1 -- Business Name

List the name as it appears on the records of the State Treasurer. If changing the corporation name, indicate the new name.

Field # 2 -- Purpose

List the purpose of the corporation (brief descriptive statement regarding the type of business that the corporation is conducting).

Field # 3 & 4 -- Shares

List the number of shares the corporation is either authorized to issue (single class, par or no par), OR that are outstanding by class/series (par or no par), with a description the rights privileges and limitations of each class/series.

Field # 5 -- Registered Agent And Office

Enter the current agent -- the agent may be an individual or corporation duly registered and in good standing with the Treasurer. Provide a New Jersey **street address**. A PO box may be used only if the street address is listed as well.

Field #6 -- Management

List the total number of directors (minimum of 1) **and** the name and street address of each.

Field #7 --Duration

Enter the period of time that the corporation is to exist. The words "Perpetual," "Unlimited," or "Forever" are acceptable.

Field # 8 -- Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date.

EXECUTION (Signature/Date)

Have the chairman, president or vice-president sign. Also, list the date of execution (signature).

Inst. Form C-100A
Page 2

ATTACHMENT - (REQUIRED)

Attach a fully executed Certificate Required to be filed with the Restated Certificate of Incorporation that includes:

Field # 1 -- Business Name

List the name as it appears on the records of the Treasurer.

Field # 2 -- Date of Adoption

List the date the restated certificate was adopted. If changing the corporation name, indicate the new name.

Field # 3 -- Voting

Indicate the number of shares outstanding and the number of shares entitled to vote on the merger or consolidation. List any class or series of shares entitled to vote (designation and number, and votes for/against).

Field # 4 & 5 -- Intent

Note whether the corporation's intent is to **restate/integrate only** or to **restate, integrate and amend**. If the latter applies, specify the amendment. If the amendment involves a name change, then name availability provisions apply.

******The name must be distinguishable from other names on the State Treasurer's database. The Division of Revenue will check the proposed name for availability as part of the filing review process. If desired, you can reserve/register a name prior to submitting your filing by obtaining a reservation/registration. For information on name availability, reservation/registration services and fees, visit the Division's WEB site at <http://www.state.nj.us/treasury/revenue/certcomm.htm> or call (609) 292-9292 Monday-Friday, 8:30 a.m. - 4:30 p.m. When calling, Select Option 2 for Other Services, Option 3 for Service Representative, then Option 9 for General Assistance.

Field #6 -- Other Provisions (as needed)

Specify other information such as the effective date if it is other than the filing date. The effective date cannot be before the filing date nor can it be more than 90 days after the filing date.

EXECUTION (Signature/Date)

Have the chairman, president or vice-president of sign. Also, list the date of execution (signature).

* * * * *

These documents should be filed in duplicate. Non-profits should file in triplicate.
Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)

Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08646
FAX File: 609.984.6851 (Fax Filing is an optional expedited service subject to processing fees that are in addition to those stated above. For FAX Filing information, visit <http://www.state.nj.us/treasury/revenue/dcr/programs/ffs.html>.)

FORM **BCA 10.30R** (rev. Dec. 2003)**ARTICLES OF AMENDMENT
RESTATED ARTICLES
OF INCORPORATION**
Business Corporation ActJesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
<http://www.cyberdriveillinois.com>Remit payment in the form of a
check or money order payable
to the Secretary of State.

_____ File # _____ Filing Fee: \$150.00 Approved: _____
 _____ Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. CORPORATE NAME: GRACE CHEMICAL COMPANY OF CUBA

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on _____ ,
 _____ in the manner indicated below. ("X" one box only)
 _____ (Month & Day)
 _____ (Year)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4 & 5)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3(a) List all provisions of the restated articles of incorporation that amend the existing articles of incorporation:

Recital of authorization of amendment and restatement by U.S. Bankruptcy Court for the District of Delaware.

Articles 3, 6, 7, 8, and 9 deleted.

Article 3 (formerly Article 4): revision of purpose of the Corporation

Article 4 (formerly Article 5): minor language changes, and addition of 4(B) prohibiting issuance of nonvoting equity securities.

3(b) Text of the Restated Articles of Incorporation: (Note 6)
(Attach additional pages if extra space is needed.)

REFER TO EXHIBIT A

Exhibit A to Form BCA 10.30R

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GRACE CHEMICAL COMPANY OF CUBA

The Corporation and certain of the Corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of this Amended and Restated Certificate of Incorporation.

The Board of Directors of the Corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Certificate of Incorporation in its entirety to read as follows:

ARTICLE ONE

The name of the corporation (the "Corporation") is GRACE CHEMICAL COMPANY OF CUBA.

The Corporation was initially incorporated on December 1, 1953 as Carr Chemical Company. Two subsequent Articles of Amendment to the Articles of Incorporation were filed: (a) September 28, 1954, changing the name of the Corporation to Dearborn Chemical Company of Cuba; and (b) March 17, 1976, changing the name of the Corporation to Grace Chemical Company of Cuba.

ARTICLE TWO

The address of the Corporation's registered office in the State of Illinois is 33 North LaSalle Street, Chicago, Illinois 60602, and the name of its Registered Agent at said address is The Prentice-Hall Corporation System, Inc.

ARTICLE THREE

The purpose of the Corporation is the transaction of any or all lawful business for which corporations may be incorporated under the Illinois Business Corporation Act.

ARTICLE FOUR

A. The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares of one class consisting of common stock without par value.

B. Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation, the Corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This Article Four (B) may be amended or eliminated in accordance with applicable law from time to time in effect.

ARTICLE FIVE

As of the date of filing of these Articles of Restatement, the number of shares of common stock issued is [1,500], and the amount of paid-in capital is \$_____.

ARTICLE SIX

The incorporators of the Corporation and their addresses as set forth in the original Articles of Incorporation are as follows:

Name	Address
Dean A. Esling	72 West Adams Street, Chicago 3, Illinois
Walter J. Hartmann	72 West Adams Street, Chicago 3, Illinois
Marshall G. Sampsell	72 West Adams Street, Chicago 3, Illinois

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

No Change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")* (Note 7)

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ <u>No Change</u>

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused these articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ , _____	GRACE CHEMICAL COMPANY OF CUBA
(Month & Day) (Year)	(Exact Name of Corporation at date of execution)

(Any Authorized Officer's Signature)	

(Type or Print Name and Title)	

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____ , _____	
(Month & Day) (Year)	
_____	_____
_____	_____
_____	_____
_____	_____

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may, without shareholder approval, vote only to restate the articles of incorporation as amended. (§ 10.15(g))

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

NOTE 6: The text of the restated articles of incorporation must set forth the following:

- (i) the date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;
- (ii) the address of the registered office and the name of the registered agent on the date of filing the restated articles; and
- (iii) the number of shares of each class issued on the date of filing the restated articles and the amount of paid-in capital as of such date.

If the registered agent and/or registered office have changed, it will be necessary to accompany this document with form BCA 5.10.

If the number of issued shares and/or paid-in capital have changed, it will be necessary to accompany this document with form BCA 14.30.

NOTE 7: If the paid-in capital is increased due to the provisions of the restatement, the corporation must pay all applicable franchise taxes, penalties and interest before this document can be accepted for filing.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Restated Articles of Organization

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)

(1) Exact name of corporation: Alewife Boston Ltd.

(2) Registered office address: 62 Whittemore Avenue, Cambridge, MA 02140
(number, street, city or town, state, zip code)

(3) Date adopted: _____
(month, day, year)

(4) Approved by:

(check appropriate box)

☒ the directors without shareholder approval and shareholder approval was not required;

OR

☐ the board of directors and the shareholders in the manner required by G.L. Chapter 156D and the corporation's articles of organization.

(5) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02 except that the supplemental information provided for in Article VIII is not required:*

ARTICLE I

The exact name of the corporation is:

Alewife Boston Ltd.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:**

* Changes to Article VIII must be made by filing a statement of change of supplemental information form.

** Professional corporations governed by G.L. Chapter 156A and must specify the professional activities of the corporation.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	1,000	\$1.00

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

Notwithstanding anything to the contrary in these Amended and Restated Articles of Organization, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This Article IV may be amended or eliminated in accordance with applicable law from time to time in effect.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

See attached text of Article VI

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

Article VI

The corporation and certain of the corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Amended and Restated Articles of Organization.

The Board of Directors of the corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Articles of Organization in their entirety.

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

Meetings of stockholders of the corporation may be held anywhere in the United States. The by-laws may provide that the directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization, or the by-laws requires action by the stockholders.

The corporation shall have the power to be a partner pursuant to Ch. 156B, Sec. 9A.

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

Specify the number(s) of the article(s) being amended: VI

Signed by: _____,
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this _____ day of _____, _____.

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Restated Articles of Organization (General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)

I hereby certify that upon examination of these restated articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.

time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Name approval

C

M

Filing fee: Minimum filing fee \$200, plus \$100 per article amended, stock increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

TO BE FILLED IN BY CORPORATION
Contact Information:

Telephone: _____

Email: _____

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

The Commonwealth of Massachusetts**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Restated Articles of Organization

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)(1) Exact name of corporation: Alewife Land Corporation(2) Registered office address: 62 Whittemore Avenue, Cambridge, MA 02140
(number, street, city or town, state, zip code)(3) Date adopted: _____
(month, day, year)

(4) Approved by:

(check appropriate box)

☒ the directors without shareholder approval and shareholder approval was not required;

OR

☐ the board of directors and the shareholders in the manner required by G.L. Chapter 156D and the corporation's articles of organization.

(5) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02 except that the supplemental information provided for in Article VIII is not required:*

ARTICLE I

The exact name of the corporation is:

Alewife Land Corporation

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:**

* Changes to Article VIII must be made by filing a statement of change of supplemental information form.

** Professional corporations governed by G.L. Chapter 156A and must specify the professional activities of the corporation.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	1,000	\$1.00

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

Notwithstanding anything to the contrary in these Amended and Restated Articles of Organization, the corporation shall not issue nonvoting equity securities to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). The prohibition on the issuance of nonvoting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)). This Article IV may be amended or eliminated in accordance with applicable law from time to time in effect.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

See attached text of Article VI

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

Article VI

The corporation and certain of the corporation's affiliates filed a joint plan of reorganization (the "Plan") which, pursuant to chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), was confirmed, as modified, by an order, entered _____, of the United States Bankruptcy Court for the District of Delaware, a court having jurisdiction of a proceeding under the Bankruptcy Code (the "Order"), and such order provides for the making and filing of these Amended and Restated Articles of Organization.

The Board of Directors of the corporation duly adopted resolutions, as authorized by the Order, to put into effect and carry out the Plan by amending and restating the Articles of Organization in their entirety.

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

Meetings of stockholders of the corporation may be held anywhere in the United States. The by-laws may provide that the directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization, or the by-laws requires action by the stockholders.

The corporation shall have the power to be a partner pursuant to Ch. 156B, Sec. 9A.

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

Specify the number(s) of the article(s) being amended: VI

Signed by: _____,
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this _____ day of _____, _____.

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Restated Articles of Organization (General Laws Chapter 156D, Section 10.07; 950 CMR 113.35)

I hereby certify that upon examination of these restated articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20_____, at _____ a.m./p.m.

time

Effective date: _____
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Name approval

C

M

Filing fee: Minimum filing fee \$200, plus \$100 per article amended, stock increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

TO BE FILLED IN BY CORPORATION
Contact Information:

Telephone: _____

Email: _____

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

ITEM 3

DEBTOR SUBSIDIARIES OF W. R. GRACE & CO.**Directors and Officers**

May 8, 2009

For each of the Debtors listed on Exhibit A hereto, the directors and officers shall be as follows:

<u>Directors</u>	<u>Officers</u>	
Alfred E. Festa Hudson La Force III Mark A. Shelnitz	President: Vice President, Treasurer: Secretary:	Alfred E. Festa Hudson La Force III John A. McFarland

Darex Puerto Rico, Inc.

<u>Directors</u>	<u>Officers</u>	
Jens Ebinghaus Larry Golen Hudson La Force III Mark A. Shelnitz	President: Vice President: Vice President-Finance and Secretary Assistant Vice President: Treasurer: Assistant Treasurer: Assistant Treasurer: Assistant Treasurer: Assistant Secretary:	Larry Golen Mark A. Shelnitz Jens Ebinghaus Dudley L. Bobolts Hudson La Force III William C. Dockman Salim Hasham David Nakashige John A. McFarland

Grace International Holdings, Inc.

<u>Directors</u>	<u>Officers</u>	
Elyse Filon Richard C. Finke Hudson La Force III	President: Vice President and Assistant Secretary: Vice President: Vice President and Treasurer: Secretary Assistant Treasurer: Assistant Treasurer: Assistant Treasurer:	Mark A. Shelnitz Carol M. Finke Richard C. Finke Hudson La Force III John A. McFarland William C. Dockman Elyse Filon David Nakashige

<u>Directors</u>	<u>Officers</u>	
Elyse Filon Carol M. Finke Richard C. Finke Hudson La Force III Mark A. Shelnitz	President: Vice President and Assistant Secretary: Vice President Vice President and Treasurer: Secretary: Assistant Treasurer: Assistant Treasurer: Assistant Treasurer:	Mark A. Shelnitz Carol M. Finke Richard C. Finke Hudson La Force III John A. McFarland William C. Dockman Elyse Filon David Nakashige

Remedium Group, Inc.

<u>Directors</u>	<u>Officers</u>	
William M. Corcoran Alfred E. Festa Elyse Filon Hudson La Force III Michael A. Miller ¹ Mark A. Shelnitz	President: Vice President and Treasurer: Vice President and Assistant Secretary: Secretary: Assistant Treasurer: Assistant Treasurer: Assistant Treasurer:	William M. Corcoran Hudson La Force III Mark A. Shelnitz John A. McFarland William C. Dockman Elyse Filon David Nakashige

¹ Michael A. Miller is the President and CEO of de maximis, inc.

EXHIBIT A

A-1 Bit & Tool Company Alewife Boston Ltd. Alewife Land Corporation Amicon, Inc. CB Biomedical, Inc. CCHP, Inc. Coalgrace, Inc. Coalgrace II, Inc. Creative Food 'N Fun Company Del Taco Restaurants, Inc. Ecarg, Inc. Five Alewife Boston Ltd. G C Limited Partners I, Inc. G C Management, Inc. GEC Management Corporation Gloucester New Communities Company, Inc. GN Holdings, Inc. GPC Thomasville Corp. Grace A-B Inc. Grace A-B II Inc. Grace Chemical Company of Cuba Grace Culinary Systems, Inc. Grace Drilling Company Grace Energy Corporation Grace Environmental, Inc. Grace Europe, Inc.	Grace H-G Inc. Grace H-G II, Inc. Grace Hotel Services Corporation Grace Offshore Company Grace PAR Corporation Grace Petroleum Libya Incorporated Grace Tarpon Investors, Inc. Grace Ventures Corp. Grace Washington, Inc. Gracoal, Inc. Gracoal II, Inc. Guanica-Caribe Land Development Corporation Hanover Square Corporation Homco International, Inc. Kootenai Development Company LB Realty, Inc. Monolith Enterprises, Incorporated Monroe Street, Inc. MRA Holdings Corp. MRA Intermedco, Inc. MRA Staffing Systems, Inc. Southern Oil, Resin & Fiberglass, Inc. Water Street Corporation W. R. Grace & Co.-Conn. W. R. Grace Capital Corporation W. R. Grace Land Corporation
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Affiliated Entities of W. R. Grace & Co. Directors and Officers

Director or Executive Officer	Title	Affiliated Entities
John F. Akers	Class II Director	Lehman Brothers Holdings, Inc.
H. Furlong Baldwin	Class II Director	Wills Group Platinum Underwriters Holdings, Ltd. Nasdaq OMX Group, Inc. Allegheny Energy Inc.
D. Andrew Bonham	Vice President President, Grace Construction Products	
Ronald C. Cambre	Class II Director	McDermott International, Inc. Cliffs Natural Resources Inc.
William M. Corcoran	Vice President	
Alfred E. Festa	Chairman of the Board Class III Director President & Chief Executive Officer	Formed Fibers Technology Co. Morgenthaler Partners NVR, Inc.
Marye Anne Fox	Class I Director	University of California San Diego Red Hat, Inc. Boston Scientific Corporation
A. Hudson La Force	Vice President Chief Financial Officer	
W. Brian McGowan	Senior Vice President	
John J. Murphy	Class I Director	Coastal Energy Company

Director or Executive Officer	Title	Affiliated Entities
Paul J. Norris	Class I Director	FMC Corporation Sealy Corp. Nalco Company
Gregory E. Poling	Vice President President, Grace Davison	Foamex International, Inc
Mark A. Shelnitz	Vice President General Counsel & Secretary	
Christopher J. Steffen	Class III Director	ViaSystems, Inc. Accelrys, Inc. Click4Care
Mark E. Tomkins	Class III Director	CVR Energy, Inc. Elevance Renewable Sciences Inc.
Thomas A. Vanderslice	Class II Director	